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AMENDMENT AGREEMENT

INTERSTATE COMMERCE COMMISSION

The parties hereto hereby agree that a certain Lease of Railroad Equipment dated as of July 17, 1972 between UNILEASE, LTD., as Lessor and ELGIN, JOLIET and EASTERN RAILWAY COMPANY, as Lessee (assigned I.C.C. recordation number 6697-A), as supplemented by Lease Supplement Nos. 1, 2, 3, 4 and 5 (assigned I.C.C. recordation numbers 6697-B, 6697-C, 6697-H, 6697-I and 6697-J, respectively), and as amended by an Amendment Agreement dated as of October 31, 1972 (assigned I.C.C. recordation number 6697-G), shall be further amended as follows:

1. §3 of the Lease shall be amended by adding thereto a further sub-section (d) as follows:

"(d) The amount of rental due on January 1, 1973 with respect to units of the equipment, the Manufacturer's Closing Date (as above defined) with respect to which shall not have occurred on or prior to December 29, 1972, shall initially be computed on the basis of a reasonable estimate of the aggregate Purchase Price of such units, and shall be appropriately adjusted once the actual aggregate Purchase Price of such units is determined."

2. Annex A to said Lease, as amended to date, is deleted therefrom and a new Annex A (in the form attached hereto as Exhibit A) is substituted therefor.

IN WITNESS WHEREOF, the parties hereto have caused

this Amendment Agreement to be executed as of this 30 day  
of April, 1973.

UNILEASE, LTD.

(corporate seal)

By:

*Thomas F. Bole*  
Vice President

Attest:

*B. M. McCloy*  
Secretary

ELGIN, JOLIET and EASTERN  
RAILWAY COMPANY

(corporate seal)

By:

*W. F. Kretsch*  
VICE PRESIDENT - FINANCE

Attest:

*L. F. Young*  
ASSISTANT SECRETARY

ANNEX A to Lease of Railroad Equipment

EQUIPMENT

<u>No. of Units</u>	<u>Description</u>	<u>Manufacturers' Invoice Price (Aggregate)</u>	<u>E, J &amp; E Road Numbers</u>	<u>Purchase Price per unit</u>	<u>Quarterly Rental per unit*</u>	<u>Daily Rental per unit*</u>
150	100-Ton General Service Gondolas; Whitaker Corporation, Berwick Forge and Fabricating Division, builder	\$2,268,260.00	See Attached Exhibit A	\$15,726.60	2.0719%	0.0230%
24	125-Ton Covered Hopper Cars; ACF Industries, Inc., builder	\$697,444.08	3000-3023	\$30,222.58	2.0719%	0.0230%
100	70-Ton Coke Hopper Cars with Air-operated Doors and Used Friction Bearing Trucks; Greenville Steel Car Company, builder	\$1,950,123.00	73001-73100	\$20,281.28	1.8138%	0.0202%
4	GP-38, 2000 H.P. Diesel, Electric Locomotives; General Motors Corporation (Electro-Motive Division), builder	\$1,047,516.00	700-703	\$272,354.16	2.0719%	0.0230%
		<u>\$5,963,343.08</u>				

\*expressed as a percentage of the Purchase Price of such unit

Exhibit A to Annex A to Lease of Railroad Equipment

E, J & E Road Numbers for  
100-Ton General Service  
Gondolas

86005  
86006  
86009  
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86069

4200 -  
4314

STATE OF NEW YORK  
COUNTY OF NEW YORK

SS:

THOMAS F. BOLE

On this 15 day of MAY, 1973, before me personally appeared ~~David James Fisher~~, to me personally known, who, being by me duly sworn, said that he is the Vice President of Unilease, Ltd., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marion H. Canilo

MARION H. CANILO  
Notary Public, State of New York  
No. 41-0555025  
Qualified in Queens County  
Certificate filed in New York County  
Commission Expires March 30, 1975

STATE OF PENNSYLVANIA  
COUNTY OF ALLEGHENY

SS:

On this 21st day of May, 1973, before me personally appeared V. W. KRAETSCH, to me personally known, who, being by me duly sworn, said that he is the VICE PRESIDENT - FINANCE of Elgin, Joliet and Eastern Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dorothy M. Tarr

DOROTHY M. TARR, Notary Public  
Pittsburgh, Allegheny Co., Pa.  
My Commission Expires  
March 31, 1974